

EXHIBIT A

Stan Sersen

From: Steve Baker <sbaker@eco-genenergy.com>
Sent: Tuesday, April 03, 2018 1:06 PM
To: Stan Sersen
Subject: Eco-Gen Energy, Inc.
Attachments: PPM ECO-GEN Energy 25-2.5.pdf; PPM ECO-GEN Energy SUB-DOCS - Preferred Stock 25-2.5.pdf; Bank Wire Instructions - Domestic and International - ECO-GEN Energy, Inc.docx

Dear Stan,

We are starting a second raise to bridge the gap until our funding comes in. We have a \$27 billion deal with India and will be getting \$900 million down payment as soon as the identifying of the locations are finalized, and LOC's through the Bank Of India. Then it's \$5.4 billion per quarter for 5 straight quarters. This will make us the fastest growing company in history. Could be 90 days. We are expecting huge multiples. And today we got a \$900 million deal for Uganda with the financing already approved.

Attached are the PPM, Sub Docs and banking information.

I am pleased to provide you some information of the patented **JouleBox™ HybridGenerator™** power plants system, invented and manufactured by ECO-GEN ENERGY, Inc.

We see the JouleBox as the ultimate alternative energy program in that it:

- It uses no fuel
- It has a zero-carbon footprint
- It provides constant power at a guaranteed level
- It requires very little land compared to any other power-generation system
- It can be built close to the people and buildings it serves, eliminating all power losses from long-distance high-voltage transmission
- It requires little maintenance and provided 100% up-time
 - clean or replace air filters periodically (but without affecting continuous operation at all)
 - a 15-minute annual stop to change transmission fluid
 - a battery replacement every 20-plus years
- It comes with a 20-year "bumper-to-bumper warranty" backed by ECO-GEN's Comprehensive Global Warranty program is now backed by some of the world's leading warranty services firms:
 - ECO-GEN's Manufacturer's Warranty is underwritten by Lloyd's of London <https://www.lloyds.com/>
 - Segal McCambridge Singer & Mahoney, a leading warranty services law firm, has been retained to ensure that ECO-GEN's warranty program complies with Universal Commercial Code standards <http://www.smsm.com/>
 - OnPoint Warranty, a leading warranty management firm, will manage ECO-GEN's Comprehensive Global Warranty program <http://onpointwarranty.com/>

- Every JouleBox has its own I/P address, and is constantly monitored at all times by ECO-GEN through a worldwide satellite network
- ECO-GEN provides every plant with a 20-year, fixed-price maintenance contract that covers all required maintenance and operational services, including personnel and training costs

Check out the video link below.

<https://youtu.be/xmQJO0cBMS0>

Eco-Gen's patented JouleBox™ **HybridGenerator™** is in production 24/7/365. This is three times more energy than the best wind farms can produce and four times greater energy than any solar farm production. This increased production is accomplished without any carbon footprint. We have developed the most disruptive and economically feasible Renewable energy technology in history.

We are a 3rd generation renewable energy company.

This is the direction the world is moving in, even the big oil producing countries. When the world's largest petrostate decides to bet on clean energy, it's time to pay attention.

Until now, green energy has depended on a series of global tax credits. Yet, falling renewable energy prices mean that renewable energy is now cheaper than coal in many countries. And the World Economic Forum predicts that by 2020 "renewable energy is projected to have a lower [levelized cost of electricity] than coal or natural gas-fired generation throughout the world.

Our current mode of carbon based electrical production is being phased out. And according to the International Energy Agency the world is about to invest \$35 Trillion by the year 2035.

Wind and solar are insufficient and too expensive to keep up with the demand. We are building micro grids around the world.

Many thanks,

TECHNOLOGY FOR THE FUTURE IN RENEWABLE ENERGY!

Steve Baker, VP
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SunAmerica Solar, Inc.
ECO-GENenergy.com
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<For Investors -The Story of JouleBox Modular Power Plants 2016a.pptx>

<Solar & Wind vs JouleBox v 2.0.pptx>



This email has been checked for viruses by AVG antivirus software.
www.avg.com



Julia Otey, CFO
julia.otey@eco-genenergy.com

BANK WIRE
INSTRUCTIONS

Domestic Wire Transfers

Domestic Wire

To: **JPMorgan Chase Bank N.A.**
7108 Sepulveda Blvd.,
Van Nuys, CA 91405
Routing, Transit, ABA: 322271627
Bank Checking Account Number: 705120256
Account Name: ECO-GEN ENERGY, INC

OR

To: **Bank of America, N.A.**
7060 Sepulveda Blvd.
Van Nuys, CA 91405
Routing, Transit, ABA: 026009593
Bank Checking Account Number: 164104389291
Account Name: ECO-GEN ENERGY, INC

International Wire Transfers

Bank Name :	JPMorgan Chase Bank N.A.
SWIFT/BIC Code for	JPMorgan Chase Bank NA: CHASUS33
Routing Transit Number:	021000021
Bank address, City & State:	JPMorgan Chase Bank NA
1111 Polaris Parkway, Columbus, OH 43240 (regardless of where the account is located)	
Beneficiary Account Number :	705120256
Beneficiary Name:	ECO-GEN ENERGY, INC

**ECO-GEN Energy, Inc.
(A Nevada Corporation)**

PRIVATE PLACEMENT MEMORANDUM

Date of Memorandum – Jan. 1, 2017

Accredited Investors Only

Total 10,000,000 Units (\$2.50 Per Unit)



ECO-GEN Energy, Inc.
7247 Hayvenhurst Ave, #A-6
Van Nuys, CA 91406
Telephone: 818-756-4700

Name of Person(s) Receiving Memorandum: _____

Memorandum Number: _____

TABLE OF CONTENTS

Table of Contents	i
Notices to all Investors	iii
Forward Looking Statements	ix
Summary of the Offering	1
The Company	1
The Offering.....	1
Term	1
Distributions.....	1
Reports	2
Co-Investment.....	2
Risk Factors	2
Accountant	2
Transfer Agent	2
Common and Preferred Class A Shares	2
Trading	2
Investor Suitability	3
Terms of the Offering	4
Investment Opportunity	4
General	4
Investment Objective	4
Market Opportunity	4
Management.....	5
Executive Officers, Management, Board of Advisors, Administrative Staff	5
Executive Officers	5
Management.....	5

Board of Advisors	5
Administrative Staff	6
Management Services and Expenses	6
Allocation of Income, Gains, and Losses.....	7
Capital Accounts	7
Distribution Policies	7
Discretionary Distributions	7
Manner of Distributions	7
Potential Conflicts of Interest	7
Management	7
Control of Operations	7
Liability of Shareholders.....	8
Indemnification	8
Transferability of Interests	8
Dissolution and Liquidation.....	8
Estimated Use of Proceeds	9
Private Placement Status.....	10
Risk Factors	10
Risks Related to Our Business	11
Risks Related to this Offering of Our Common Stock	12
Company Code of Ethics	20
General Counsel	20
Financial Code of Ethics	20
ARTICLE A	Attached
Subscription Documents	Attached
Wire Instructions Attached

THIS OFFERING MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION IN ANY STATE WHERE IT HAS NOT BEEN REGISTERED WITH THAT STATE'S SECURITIES REGULATORY AUTHORITY NOR TO ANY PERSON WHO IS NOT A BONA FIDE RESIDENT OF SUCH STATE NOR DOES IT CONSTITUTE AN OFFER OR SOLICITATION TO ANY PERSON EXCEPT THOSE PARTICULAR PERSONS WHO SATISFY THE SUITABILITY STANDARDS DESCRIBED HEREIN. (SEE "INVESTOR SUITABILITY")

NOTICES TO ALL INVESTORS

THIS MEMORANDUM IS FURNISHED TO SELECTED PROSPECTIVE INVESTORS ON A CONFIDENTIAL BASIS. THE PROPOSED SECURITIES TRANSACTION DESCRIBED HEREIN WILL BE MADE IN RELIANCE UPON THE NON-PUBLIC OFFERING EXEMPTION FROM REGISTRATION AS PROVIDED IN SECTION 3(B) AND 4(2) OF THE SECURITIES ACT OF 1933, AS AMENDED ("THE ACT") AND/OR ONE OR MORE OF RULES 504, 505, AND 506 PROMULGATED PURSUANT TO THE ACT AND IN RELIANCE UPON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS CONTAINED IN VARIOUS STATE SECURITIES LAWS.

THIS MEMORANDUM HAS BEEN PREPARED FOR A LIMITED NUMBER OF INVESTORS TO ASSIST THEM IN EVALUATING A PROPOSED INVESTMENT IN ECO-GEN ENERGY, INC., A NEVADA CORPORATION (THE "COMPANY"). THIS MEMORANDUM CONSTITUTES AN OFFER BY THE ENTITY NAMED ON THE FIRST PAGE; THE RECIPIENT OF WHICH AGREES TO RETURN THIS PRIVATE PLACEMENT MEMORANDUM TO THE COMPANY IF THE OFFEREE DOES NOT PURCHASE ANY OF THE SHARES OFFERED BY THE COMPANY HEREBY. NO PERSON MAY PURCHASE THE SHARES OFFERED HEREBY EXCEPT PURSUANT TO THE TERMS SET FORTH IN THIS MEMORANDUM AND SUBJECT TO APPROVAL BY THE COMPANY. THE COMPANY'S AFFILIATES MAY PURCHASE SHARES IN THIS OFFERING AND THE COMPANY MAY REFUSE TO SELL SHARES TO ANY PERSON FOR ANY REASON WHATSOEVER.

IF ANY PROSPECTIVE INVESTOR HAS ANY QUESTION REGARDING THIS OFFERING OR DESIRES ANY ADDITIONAL INFORMATION OR DOCUMENT TO VERIFY OR SUPPLEMENT THE INFORMATION IN THIS MEMORANDUM PLEASE WRITE OR CALL, OR HAVE YOUR PURCHASER REPRESENTATIVE WRITE OR CALL THE COMPANY AT THE ADDRESS OR TELEPHONE NUMBERS STATED ELSEWHERE IN THIS DOCUMENT.

ANY REPRODUCTION OR DISTRIBUTION OF THIS MEMORANDUM IN WHOLE OR IN PART OR THE DIVULGENCE OF ANY OF ITS CONTENTS, WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMPANY, IS PROHIBITED. ANY SUCH REPRODUCTION, DISTRIBUTION OR DIVULGENCE MAY RESULT IN IRREPARABLE DAMAGE TO THE COMPANY. NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS MEMORANDUM OR IN ANY AGREEMENT CONTEMPLATED HEREBY, AND ANY SUCH INFORMATION OR REPRESENTATION NOT CONTAINED HEREIN OR IN SUCH AGREEMENT MUST NOT BE RELIED UPON. NOTHING IN THIS MEMORANDUM SHOULD BE CONSTRUED AS LEGAL OR TAX ADVICE TO THE OFFEREE.

THESE SECURITIES INVOLVE A HIGH DEGREE OF RISK AND ARE SUITABLE FOR PURCHASE ONLY BY PERSONS WHO CAN AFFORD TO ASSUME THE RISK OF LOSING THEIR ENTIRE INVESTMENT. AMONG OTHER RISKS, INVESTORS WILL BE SUBJECT.

TO (A) LACK OF MARKETABILITY OF THE SHARES; (B) A LONG TERM INVESTMENT; AND (C) SUBSTANTIAL COMPETITION. (SEE "RISK FACTORS.") NO REPRESENTATIONS OR WARRANTIES OF ANY KIND ARE INTENDED OR SHOULD BE INFERRED WITH RESPECT TO THE ECONOMIC RETURN WHICH MAY ACCRUE TO THE INVESTORS. NO ASSURANCE CAN BE GIVEN THAT FEDERAL, STATE OR LOCAL GOVERNMENTAL AGENCIES OR BODIES WILL NOT IMPOSE RESTRICTIONS ADVERSELY AFFECTING THE ECONOMIC RETURN TO INVESTORS IN THE COMPANY. EXISTING TAX LAWS WILL UNDOUBTEDLY BE CHANGED OR MAY BE INTERPRETED ADVERSELY, EITHER OF WHICH EVENTS MAY CHANGE THE TAX EFFECT UPON THE INVESTOR. EACH INVESTOR SHOULD CONSULT WITH HIS OWN TAX COUNSEL AND OTHER ADVISORS WITH RESPECT TO AN INVESTMENT IN THE COMPANY.

NOTICE FOR RESIDENTS OF ALL STATES & LOCAL LEGAL NOTICES

THE SHARES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE AND ARE BEING OFFERED AND SOLD IN RELIANCE UPON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND SUCH LAWS. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF

1933, AS AMENDED, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY OFFERING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES OR THE AUTHORITIES OF THE STATES NOT SPECIFICALLY LISTED HEREUNDER HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

NO PERSON HAS BEEN AUTHORIZED IN CONNECTION WITH THIS OFFERING TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS OFFERING MEMORANDUM, AND ANY SUCH INFORMATION OR REPRESENTATIONS SHOULD NOT BE RELIED UPON. ANY PROSPECTIVE PURCHASER OF SHARES WHO RECEIVES ANY SUCH INFORMATION OR REPRESENTATIONS SHOULD CONTACT THE COMPANY IMMEDIATELY TO DETERMINE THE ACCURACY OF SUCH INFORMATION. NEITHER THE DELIVERY OF THIS OFFERING MEMORANDUM NOR ANY SALES HEREUNDER SHALL UNDER ANY CIRCUMSTANCES CREATE AN IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY OR IN THE INFORMATION SET FORTH HEREIN SINCE THE DATE HEREOF.

PROSPECTIVE PURCHASERS SHOULD NOT REGARD THE CONTENTS OF THIS OFFERING MEMORANDUM OR ANY OTHER COMMUNICATION FROM THE COMPANY AS A SUBSTITUTE FOR COMPETENT, CAREFUL AND INDEPENDENT TAX AND FINANCIAL PLANNING. EACH POTENTIAL PURCHASER IS ENCOURAGED TO CONSULT.

THEIR OWN INDEPENDENT LEGAL COUNSEL, ACCOUNTANT AND OTHER PROFESSIONAL WITH RESPECT TO THE LEGAL AND TAX ASPECTS OF THIS INVESTMENT AND WITH SPECIFIC REFERENCE TO HIS, HER OR ITS' OWN TAX SITUATION, PRIOR TO SUBSCRIBING FOR SHARES IN THE COMPANY.

THE SHARES ARE OFFERED SUBJECT TO PRIOR SALE, ACCEPTANCE OF AN OFFER TO PURCHASE AND TO WITHDRAWL OR CANCELLATION OF THE OFFERING WITHOUT NOTICE. THE COMPANY RESERVES THE RIGHT TO REGJECT ANY SUBSCRIPTIONS IN WHOLE OR IN PART.

COMPANY WILL MAKE AVAILABLE TO ANY PROSPECTIVE PURCHASER AND HIS, HER OR ITS' ADVISORS THE OPPORTUNITY TO ASK QUESTIONS AND RECEIVE ANSWERS CONCERNING THE TERMS AND CONDITIONS OF THE OFFERING, THE COMPANY AND OR ANY OTHER RELEVANT MATTERS, AND TO OBTAIN ADDITIONAL INFORMATION TO THE EXTENT THAT THE COMPANY POSSESSES AND MAY REASONABLY PROVIDE SUCH INFORMATION.

THE INFORMATION IN THE OFFERING MEMORANDUM HAS BEEN SUPPLIED BY THE COMPANY. THIS OFFERING MEMORANDUM MAY CONTAIN SUMMARIES, BELIEVED BY THE COMPANY TO BE ACCURATE, AS TO CERTAIN FACTS, DOCUMENTS AND AGREEMENTS; BUT ALL SUMMARIES ARE QUALIFIED IN THEIR ENTIRITY BY REFERENCESS TO SUCH AGREEMENTS AND/OR OTHER DOCUMENTS. COPIES OF DOCUMENTS REFERRED TO IN THIS OFFERING MEMORANDUM, BUT NOT INCLUDED HEREIN AS AN EXHIBIT, WILL BE MADE AVAIALBE TO QUALIFIED PROSPECTIVE PURCHASERS UPON REQUEST.

FOR ALASKA RESIDENTS ONLY

THE SECURITIES OFFERED HAVE NOT BEEN REGISTERED WITH THE ADMINISTRATOR OF SECURITIES OF THE STATE OF ALASKA UNDER PROVISIONS OF 3 AAC 08.500-3 AAC 08.506. THE INVESTOR IS ADVISED THAT THE ADMINISTRATOR SHALL MAKE ONLY A CURSORY REVIEW OF THE REGISTRATION STATEMENT AND/OR HAS NOT REVIEWED THIS DOCUMENT SINCE THIS DOCUMENT IS NOT REQUIRED TO BE FILED WITH THE ADMINISTRATOR. THE FACT OF REGISTRATION DOES NOT MEAN THAT THE ADMINISTRATOR HAS PASSED IN ANY WAY UPON THE MERITS, RECOMMENDED, OR APPROVED THE SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS A VIOLATION OF AS 45.55.170.

THE INVESTOR MUST RELY ON THE INVESTOR'S OWN EXAMINATION OF THE PERSON OR ENTITY OFFERING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED, IN MAKING AN INVESTMENT DECISION ON THESE SECURITIES.

FOR ARIZONA RESIDENTS ONLY

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE ARIZONA SECURITIES ACT IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION PURSUANT TO A.R.S. SECTION 44-1844 (1) AND THEREFORE CANNOT BE RESOLD UNLESS THEY ARE ALSO REGISTERED OR UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

FOR CALIFORNIA RESIDENTS ONLY

THE SALE OF THE SECURITIES WHICH ARE THE SUBJECT OF THIS OFFERING HAS NOT BEEN QUALIFIED WITH THE COMMISSIONER OF CORPORATIONS OF THE STATE OF CALIFORNIA, AND THE ISSUANCE OF SUCH SECURITIES OR THE PAYMENT OR RECEIPT OF ANY PART OF THE CONSIDERATION THEREFOR PRIOR TO SUCH QUALIFICATION IS UNLAWFUL, UNLESS THE SALE OF SECURITIES IS EXEMPTED FROM QUALIFICATION BY SECTION 25100, 25102, OR 25104 OF THE CALIFORNIA CORPORATIONS CODE. THE RIGHTS OF ALL PARTIES TO THIS OFFERING ARE EXPRESSLY CONDITIONED UPON SUCH QUALIFICATIONS BEING OBTAINED, UNLESS THE SALE IS SO EXEMPT.

FOR COLORADO RESIDENTS ONLY

THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), OR UNDER THE COLORADO SECURITIES ACT OF 1991 BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE RESOLD, TRANSFERRED OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE ACT OF 1933, AS AMENDED, OR THE COLORADO SECURITIES ACT OF 1991, IF SUCH REGISTRATION IS REQUIRED.

FOR CONNECTICUT RESIDENTS ONLY

THE SECURITIES HAVE NOT BEEN REGISTERED UNDER SECTION 36-485 OF THE CONNECTICUT UNIFORM SECURITIES ACT AND, THEREFORE, CANNOT BE RESOLD UNLESS REGISTERED UNDER SUCH ACT OR UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

FOR FLORIDA RESIDENTS ONLY

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE FLORIDA SECURITIES ACT AND ARE BEING SOLD IN RELIANCE UPON AN EXEMPTION PROVIDED BY SECTION 517.061 THEREOF. UNLESS THE SECURITIES ARE REGISTERED, THEY MAY NOT BE REOFFERED FOR SALE OR RESOLD IN THE STATE OF FLORIDA EXCEPT AS AN EXEMPT SECURITY OR IN AN EXEMPT TRANSACTION UNDER SAID ACT.

EACH OFFEREE WHO IS A FLORIDA RESIDENT SHOULD BE AWARE THAT ANY SALE MADE TO RESIDENTS OF FLORIDA SHALL BE VOIDABLE WITHIN THREE DAYS AFTER THE FIRST TENDER OF CONSIDERATION IS MADE BY THE PURCHASER TO THE ISSUER OR TO THE PLACEMENT AGENT. EACH PERSON ENTITLED TO EXERCISE SUCH RIGHT TO WITHDRAW AND WHO WISHES TO EXERCISE SUCH RIGHT MUST CAUSE A WRITTEN NOTICE OR TELEGRAM TO BE SENT TO THE ISSUER OR PLACEMENT AGENT WITHIN THE AFOREMENTIONED THREE-DAY PERIOD.

FOR INDIANA RESIDENTS ONLY

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER SECTION 23-2-1-2 OF THE INDIANA SECURITIES LAW AND HAVE NOT BEEN REGISTERED UNDER SECTION 23-2-1-3. THEY CANNOT THEREFORE BE RESOLD UNLESS THEY ARE REGISTERED UNDER SAID LAW OR UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE. A CLAIM OF EXEMPTION UNDER SAID LAW WILL BE FILED AND IF SUCH EXEMPTION IS NOT DISALLOWED SALES OF THESE SECURITIES MAY BE MADE; HOWEVER, UNTIL SUCH EXEMPTION IS GRANTED ANY OFFER MADE PURSUANT HERETO IS PRELIMINARY AND SUBJECT TO MATERIAL CHANGE.

FOR IOWA RESIDENTS ONLY

NO SALE OF SECURITIES WILL BE MADE TO RESIDENTS OF THE STATE OF IOWA WHO ARE NON ACCREDITED INVESTORS UNLESS EITHER (1) EACH IOWA INVESTOR IS PURCHASING A MINIMUM OF \$150,000 AND HAS A NET WORTH OF \$450,000 (EXCLUSIVE OF HOME, FURNISHINGS, AND AUTOMOBILES) OR (B) A NET WORTH OF \$750,000 (EXCLUSIVE OF HOME, FURNISHINGS, AND AUTOMOBILES) AND AN ANNUAL INCOME IN THE 50% TAX BRACKET.

FOR MAINE RESIDENTS ONLY

THE SECURITIES ARE BEING SOLD PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE BANK SUPERINTENDENT OF THE STATE OF MAINE UNDER SECTION 10502 (2)(R) OF TITLE 32 OF THE MAINE REVISED STATUTES. THESE SECURITIES MAY BE DEEMED RESTRICTED SECURITIES AND AS SUCH THE HOLDER MAY NOT BE ABLE TO RESELL THE SECURITIES UNLESS PURSUANT TO REGISTRATION UNDER STATE AND FEDERAL LAWS OR UNLESS AS EXEMPTION UNDER SUCH LAWS EXIST.

FOR MICHIGAN RESIDENTS ONLY

NO SALE OF THE SECURITIES WILL BE MADE TO THE RESIDENTS OF THE STATE OF MICHIGAN WHO ARE UNACCREDITED INVESTORS IF THE AMOUNT OF SUCH INVESTMENT IN THE SECURITIES WOULD EXCEED TEN PERCENT (10%) OF SUCH INVESTOR'S NET WORTH.

FOR MISSOURI RESIDENTS ONLY

NO SALE OF THE SECURITIES WILL BE MADE TO RESIDENTS OF THE STATE OF MISSOURI WHO ARE UNACCREDITED INVESTORS IF THE AMOUNT OF SUCH INVESTMENT IN THE SECURITIES WOULD EXCEED TWENTY PERCENT (20%) OF SUCH INVESTOR'S NET WORTH (EXCLUDING PRINCIPAL RESIDENCE, FURNISHINGS THEREIN, AND PERSONAL AUTOMOBILES).

FOR NEW HAMPSHIRE RESIDENTS ONLY

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE ATTORNEY GENERAL OR THE SECRETARY OF STATE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE ATTORNEY GENERAL HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER, OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

FOR NEW MEXICO RESIDENTS ONLY

THE SECURITIES DESCRIBED HEREIN ARE OFFERED PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT OF NEW MEXICO. ACCORDINGLY, THE NEW MEXICO SECURITIES BUREAU HAS NOT REVIEWED THE OFFERING OF THESE SECURITIES AND HAS NOT APPROVED OR DISAPPROVED THIS OFFERING. THE NEW MEXICO SECURITIES BUREAU HAS NOT PASSED ON THE VALUE OF THESE SECURITIES OR UPON THE ADEQUACY OR ACCURACY OF THE INFORMATION CONTAINED IN THIS DOCUMENT.

FOR NEW YORK RESIDENTS ONLY

THIS PRIVATE PLACEMENT MEMORANDUM HAS NOT BEEN REVIEWED BY THE ATTORNEY GENERAL PRIOR TO ITS ISSUANCE AND USE. THE ATTORNEY GENERAL OF THE STATE OF NEW YORK HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

FOR OREGON RESIDENTS ONLY

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED WITH THE DIRECTOR OF THE STATE OF OREGON UNDER PROVISIONS OF OAR 441-65-060 THROUGH 441-65-240. THE INVESTOR IS ADVISED THAT THE DIRECTOR MAY MAKE ONLY A CURSORY REVIEW OF THE REGISTRATION STATEMENT AND/OR HAS NOT REVIEWED THIS DOCUMENT SINCE THE DOCUMENT IS NOT REQUIRED TO BE FILED WITH THE DIRECTOR.

FOR SOUTH CAROLINA RESIDENTS ONLY

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE SOUTH CAROLINA UNIFORM SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THE SECURITIES HAS NOT BEEN FILED WITH THE SOUTH CAROLINA SECURITIES COMMISSIONER. THE COMMISSIONER DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF ANY SECURITIES, NOR DOES IT PASS UPON THE

ACCURACY OR COMPLETENESS OF THIS PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

FOR TEXAS RESIDENTS ONLY

EACH PURCHASER OF THESE SECURITIES MUST BEAR THE ECONOMIC RISK OF THE INVESTMENT FOR AN INDEFINITE PERIOD OF TIME BECAUSE THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE APPLICABLE SECURITIES LAWS AND THEREFORE CANNOT BE SOLD UNLESS THEY ARE SUBSEQUENTLY REGISTERED UNDER SUCH SECURITIES LAWS OR AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE. POTENTIAL PURCHASERS SHOULD BE AWARE THAT A LEGEND RECITING THE RESTRICTIONS ON TRANSFERABILITY WILL BE PLACED ON THE SECURITY, AND THAT THEY WILL BE ASKED TO SIGN A WRITTEN AGREEMENT THAT THE SECURITIES WILL NOT BE SOLD WITHOUT REGISTRATION UNDER APPLICABLE SECURITIES LAWS OR EXEMPTIONS THEREFROM.

FOR UTAH RESIDENTS ONLY

THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE UTAH UNIFORM SECURITIES ACT AND THEREFORE CANNOT BE RESOLD UNLESS REGISTERED UNDER SUCH ACT OR EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE.

FOR WASHINGTON RESIDENTS ONLY

THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 AND THE SECURITIES ACT OF WASHINGTON CHAPTER 21.20 RCW, AND AS SUCH SHALL HAVE THE STATUS OF RESTRICTED SECURITIES AND CANNOT BE RESOLD WITHOUT REGISTRATION UNDER THE SECURITIES ACT OF 1933 AND THE SECURITIES ACT OF WASHINGTON OR AN EXEMPTION THEREFROM.

FOR FOREIGN RESIDENTS ONLY

IT IS THE RESPONSIBILITY OF EACH PERSON PURCHASING THE SHARES OFFERED HEREBY TO FULLY OBSERVE THE LAWS OF ANY RELEVANT TERRITORY OR JURISDICTION OUTSIDE THE UNITED STATES OF AMERICA IN CONNECTION WITH ANY SUCH PURCHASE.

FORWARD LOOKING STATEMENTS

CERTAIN STATEMENTS IN THIS MEMORANDUM INCLUDING BUT NOT LIMITED TO STATEMENTS, ESTIMATES AND PROJECTIONS OF FUTURE TRENDS AND OF THE ANTICIPATED FUTURE PERFORMANCE OF THE COMPANY CONSTITUTE "FORWARD-LOOKING STATEMENTS." SUCH FORWARD-LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER IMPORTANT FACTORS THAT COULD CAUSE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS OF THE COMPANY, OR INDUSTRY RESULTS, TO DIFFER MATERIALLY FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENT IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS.

STATEMENTS IN THIS MEMORANDUM THAT ARE FORWARD-LOOKING ARE BASED ON THE COMPANY'S CURRENT BELIEFS AND ASSUMPTIONS REGARDING A LARGE NUMBER OF FACTORS AFFECTING ITS BUSINESS. ACTUAL RESULTS MAY DIFFER FROM EXPECTED RESULTS. THERE CAN BE NO ASSURANCE THAT (1) THE COMPANY HAS CORRECTLY MEASURED OR IDENTIFIED ALL OF THE FACTORS AFFECTING ITS BUSINESS OR THE EXTENT OF THEIR LIKELY IMPACT, (2) THE PUBLICLY AVAILABLE INFORMATION WITH RESPECT TO THESE FACTORS ON WHICH THE COMPANY'S ANALYSIS IS BASED ARE COMPLETE OR ACCURATE, AND (3) THE COMPANY'S STRATEGY, WHICH IS BASED IN PART ON THIS ANALYSIS, WILL BE SUCCESSFUL.

NASAA UNIFORM LEGEND

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY UPON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE SHARES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A VIOLATION OF LAW. THE SHARES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION THEREUNDER OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THE INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

NOTICE REGARDING AGREEMENT

TO ARBITRATE THIS MEMORANDUM REQUIRES THAT ALL INVESTORS ARBITRATE ANY DISPUTE ARISING OUT OF OR RESULTING FROM THEIR INVESTMENT IN THE SHARES DESCRIBED HEREIN. EACH INVESTOR FURTHER AGREES THAT THE ARBITRATION WILL BE BINDING AND WILL BE HELD IN ORANGE COUNTY, CALIFORNIA OR SUCH OTHER JURISDICTION AS THE COMPANY MAY IN FUTURE DETERMINE. INVESTORS AGREE THEREBY TO WAIVE ANY RIGHTS TO A JURY TRIAL. OUT OF STATE ARBITRATION MAY FORCE INVESTORS TO ACCEPT A LESS FAVORABLE SETTLEMENT OF A DISPUTE. IT MAY ALSO COST MORE THAN ANTICIPATED TO ARBITRATE A SETTLEMENT OF A DISPUTE, WHETHER IN CALIFORNIA OR THE INVESTOR'S HOME STATE.

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SUMMARY OF THE OFFERING

The following is a summary of certain information appearing in this "Memorandum" or the "Offering" under which ECO-GEN Energy, Inc. , a Nevada corporation (the "Company") will be operated. This summary does not purport to be complete and is qualified in its entirety by reference to the information provided in this Memorandum. Prospective investors are urged to read this Memorandum in its entirety and study it with care.

The Company Incorporated in 2012 under the laws of the state of Nevada, ECO-GEN Energy, Inc., is a company that markets the JouleBox™ Hybrid Generator. ECO-GEN Energy, Inc. founders have worked with and are a part of the team that developed the intellectual property that makes the JouleBox™ Hybrid Generator possible. ECO-GEN Energy is the sole IP licensee of the JouleBox™ Hybrid Generator. ECO-GEN Energy relies on the manufacturing of its products by contract manufacturers. The Hybrid Solar Generator is only available for delivery by ECO-GEN Energy.

By bringing together proven technologies in a new and unique application we have been able to take that intellectual property and create a wind/solar/magnetic flywheel/lithium ion battery clean energy generator.

Our Principles ECO-GEN Energy, Inc. is part of an effort to improve the world by providing clean, green energy to the people. In our efforts we recognize that the world marketplace has grown dramatically, and that this expansion has brought together peoples with widely varying customs, beliefs, values and expectations. As a matter of principle, ECO-GEN Energy is committed to conducting business in a fashion that does not exploit the rights and wellbeing of other regardless of where they might live in the world. This "Social Contract" is considered a part of every commercial action we take; whether we are purchasing materials or services, or manufacturing and selling products.

To this end, ECO-GEN Energy recognizes its duty of stewardship to all we deal with and to the world resources that allow us to be successful.

We will not knowingly compromise on this axiom in pursuit of commerce.

The Offering The Company is seeking to raise up to twenty-five million dollars (\$25,000,000) in units through the sale to selected and sophisticated individual and institutional investor of Class A Convertible Preferred Shares (the "Class A Shares"), convertible to common shares at the option and discretion of the shareholder; at a conversion rate of one (1) Common Share for every Preferred Share. The shares carry a 12% interest payable in additional shares until conversion.

The Company may accept fractional interests at its sole discretion.

Term	The Offering may be extended by the Company for up to an additional 12 months. The Company will be a perpetual entity. The Class A Shareholders may not transfer their ownership interest, except as allowed by securities law.
Distributions	The Company intends to distribute net income and proceeds of the sale of portfolio securities as soon as possible, subject to the discretion of the Company. Net proceeds of dispositions of portfolio securities and current net income will be distributed on a cumulative basis to the shareholders in accordance with their respective positive capital account balances. Under no circumstances will a distribution be made to the Class A Shareholder if to do so would result in there being a negative balance in the capital account of such Shareholder.
<p>In the event of liquidation, after payment of all liabilities of the Company, the Company will make distributions to the shareholders in accordance with their respective positive capital account balances.</p>	
Reports	The Shareholders will be provided with annual reports of the progress and valuation of the Company's portfolio, the financial statements may be un-audited at the discretion of the Company.
Co-Investment	Shareholders are not permitted to co-invest in portfolio assets, except on an arms-length basis, with full disclosure to the other shareholders. All such co-investment in portfolio assets must only be made subject to the prior consent of the Board of Directors of the Company.
Risk Factors	See "Risk Factors" for a discussion of certain risks involved in the purchase of the Class A Shares.
Common and Preferred Class A Shares	<p>The total number of shares of all classes of capital stock which the Company shall have the authority to issue is one hundred and thirty million (130,000,000), shares, comprised of one hundred million (100,000,000) shares of common stock, par value \$0.001 per share, and thirty million (30,000,000) shares of preferred stock, par value \$0.001 per share.</p> <p>The total number of common shares that are issued and outstanding are one hundred million (100,000,000) common shares and thirty million (30,000,000) preferred class A shares.</p>
Trading	The Company is currently not a publically traded entity.

INVESTOR SUITABILITY

An investment in the Class A Convertible Preferred Shares is not liquid and involves a high degree of risk. For these reasons, certain investor suitability standards have been established before a person will be allowed to purchase any of the Shares offered. Each such person must represent that he or she is an accredited investor as defined under the Securities Act of 1933, unless waived by the Company. In general terms, the following investors are deemed to be "accredited:" (i) banks and saving and loan associations, whether acting in individual or fiduciary capacities; any registered broker or dealer; insurance companies; registered investment companies; business development companies; licensed small business investment companies; employee benefit plans if the investment decision is made by a plan fiduciary which is either a bank, saving and loan association, insurance company, or registered investment advisor; or if the employee benefit plan has total assets in excess of \$2,000,000 or if a self-directed plan, with investment decisions made solely by persons who are accredited investors; (ii) any private business development company; (iii) any organization described in section 501(c) (3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$2,000,000; (iv) any natural person whose individual net worth, or joint net worth with that person's spouse, at the time of purchase exceeds \$1,000,000; (v) any natural person who has a reasonable expectation of reaching an income level of \$200,000 in the current year; (vi) any trust with assets in excess of \$2,000,000 not formed for the specific purpose of acquiring the securities offered whose purchase is directed by a "sophisticated person;" and (vii) any entity in which all the equity owners are accredited investors. Finally, each person will be required to represent that he or she is in a financial position to assume the risks involved, including a total loss of the investment. The laws of some states may impose higher or different suitability requirements.

Offering¹	\$25,000,000
Price Per Share:	
10,000,000 Shares of Series A Convertible Preferred Stock at \$2.50 Per Share	

¹ Subscription funds will be deposited directly into the Company's accounts and used as provided herein. Officers and Directors of the Company and their affiliates may purchase shares for investment.

TERMS OF THE OFFERING

The Company is offering to a limited number of sophisticated and qualified investors up to twenty-five million dollars (\$25,000,000) (although the Company may at its sole discretion increase the Offering to any amount not in excess of thirty million dollars (\$30,000,000) of Class A Convertible Preferred Share Interests in the Company convertible to common shares at the option and discretion of the shareholder; at a conversion rate of one (1) Common Share for every Preferred Share. The shares carry a 12% interest payable in additional shares until conversion. The Company reserves the right to reject any subscriptions tendered to it for any reason in its sole discretion.

The Company may extend the Offering in its discretion for an additional 12 months beyond the 12 month period from the initial offering date of this Memorandum.

Shareholders, officers, directors, employees, agents, and consultants of the Company may also invest in the Company on the same terms as other investors.

The Class A Convertible Preferred Shares being offered are not being registered under the Securities Act of 1933 (the "Act") in reliance upon the private placement exemption from registration under Rule 506 of Regulation D of the Act. The Class A Convertible Preferred Shares generally will be sold to accredited investors as defined in Regulation D.

Prospective investors are encouraged to ask questions regarding the terms and conditions of the Offering and to obtain any additional information in order to make an informed investment decision. The Company's executive offices are located at 7247 Hayvenhurst Ave, #A-6, Van Nuys, CA 91406, and the telephone number is 818-756-4700.

INVESTMENT OPPORTUNITY

General

ECO-GEN Energy delivers a unique ability for residential and commercial properties to produce their own electricity with the JouleBox™ Hybrid Generator. The properties are still tied to the 'grid' with Net Metering. Any excess generation is fed into the grid for a credit and can be pulled back out at times of peak demand. If there is surplus generation, most utilities will settle the Net Metering account once per year and pay the 'Avoided Cost Rate'.

The Technology

The IP technology that was developed was based on proven technology and by using different technologies in tandem the developers were able to secure new IP. We have 20 patent claims on our technology:

DC Generators

- The DC generators are to keep the batteries fully charged at all times.

- Serial and parallel wiring of lithium ion battery bricks to charge and discharge simultaneously means the batteries will not use their 15,000 charge/discharge life cycle and should last for 20-30 years.
- With the solar panels and the DC generators we have the ability to keep the battery brick charged enough to constantly run our Blower that manufactures our wind.
- We use manufactured wind to turn our generators. Wind is accepted and proven source of power to generate electricity.
- We use a Vortex Reduction Chamber to increase the force of the wind. This is the same type of proven technology in Cyclone Wind Tunnel vacuum cleaners. By creating a vortex of the wind we achieve 'Wind Cubing' so less wind is needed to turn the turbine/generators. The key is to keep the turbines at 1800 RPM (1500 for 50 Hz). There is minimal energy required to maintain the speed. This is why we never turn the unit off except for annual maintenance.

Generators and Motors

- We use high efficiency Switched Reluctance Motors & Generators.
- These are durable, highly efficient generators that will produce power 24/7/365.
- The Marathon Electric AC generators should produce energy for the next 30-40 years with minimal maintenance.
- The enhanced wind is ideal to turn the generators and allows for more IP rights.
- The speed control motors keep the AC Generators turning at the perfect speed of 1500 RPM to produce 50 Hz.

The JouleBox™ Hybrid Solar Generator makes electricity from solar and wind. Therefore, our buyers are eligible to receive clean/green energy tax credits, rebates and other incentives that may be available.

Products

The company currently offers 1 models:

- 60 kW that produces 525,600 kWh annually and sells wholesale for \$399,995.

Margins exceed 50%.

Investment Objective

ECO-GEN Energy is dedicated to making the JouleBox™ Hybrid Generator affordable for everyone to produce energy for their own use and feed any excess into the grid for others.

Our domestic market:

- Residential – The 10 kW for any home that has an electric bill more than \$250 per month. At that price point the client avoids future electricity price increases, receives tax credits and rebates and with Net Metering has some income to offset the debt service.

- Commercial – The 20 kW and 60 kW are ideal for commercial installations where solar was not feasible because of limited roof space. For larger installations the units can be configured in clusters.
- Utility – By installing clusters of the 60 kW near the substation where the energy is needed, the utility saves on transmission costs and evaporation. Additionally, our systems are scalable so they can expand or reposition very inexpensively. Because we produce ‘full power’ 24/7 our energy is more valuable to a utility than intermittent generation like wind. We are in discussions with wind producers to use their existing wind towers rather than solar panels and allow them to produce 24/7/365 with commands a price for electricity that is double intermittent production.
- Water Management – The movement of water uses very large amounts of electricity. We have entered into a distributorship agreement with a major distributor to the water utility business throughout the United States. Our distributor has a \$300 million funding commitment to finance our product in conjunction with their systems. Our system will reduce the utilities’ electric bills 50-65%. We have millions of dollars in RFP that the utilities have requested.
- We are in negotiations with a major wind energy producer to add our generator to every one of their windmills. By producing full energy rather than intermittent they can receive almost double the price per kWh.

International Market:

- We have had discussions with India, Puerto Rico, Russia, Southeast Asia, Middle East, Europe and Africa. Because most third world country’s grid is so unstable it is not feasible for them to install large generation facilities
- Our 60 kW is ideal because it is scalable and easily installed to produce full 24/7/365 Distributed Generation power that is easily managed.

Operating Strategy

The company has a 4 Phase rollout strategy to maximize efficiencies in contract manufacturing, maximize profits and service our rapid growth:

- Phase 1: Concentrate on sales that will use the 60 kW unit. This unit has the greatest profit margin. Utility grade PPA’s, FiT for small generation facilities <5 MW, co-develop with people that have existing PPA’s to either convert to our technology or enhance their project with the JouleBox™. The certifications needed are reduced for utility grade installations. We will only need to prove our Power Q will deliver safe, reliable power. Sales are domestic and global. The company receives full wholesale price for the sale of the equipment and residual income from the PPA. There are large incentives for this type of installation in certain states that also afford the additional income from the sale of Renewable Energy Credits (REC or SREC for Solar REC). This also avoids potential complications or delays for interconnection agreements. Most utilities outside the US are government owned. There is excellent financing available for renewable energy exports. Domestic and Global markets.

- Phase 2: Government, K-12 Schools currently spend \$6 billion annually on energy, First Net Public Safety system mandates 100,000 new independent communication centers, the DOD is the largest consumer of energy in the world, water and sanitation systems. As an example: pumping water in CA is the largest user of electricity in the state, representing 22% of all electricity used. Domestic markets
- Phase 3: Large industrial and commercial installations. This again concentrates on the 60 kW units. Large cold processors, food processors, manufacturers, data storage, communications/cell towers, oil/fracking, pipelines, restaurant and hospitality chains. Most of these never had the option for solar because of usage or rooftop space. Large chains or multiple units requirements allows us to cost effectively expand the product line. Example: Cell phone towers will need both the 10 kW and a 5 kW unit.
- Phase 4: Residential. This market will need a 5 kW unit in addition to our 10 kW for larger homes. We will sell through independent contractor dealers to service this market. By doing cell towers first we should be able to cost effectively build smaller units for the residential market.

By using contract manufacturers we can better control our phased rollouts.

Use of Investment Funds

We will use the investment funds to bring down our manufacturing costs by having larger contract manufacturers assemble our products more efficiently. These contract manufacturers require us to show liquidity to manufacture our product. We are paid by our customers when the product is shipped. All electrical components that we use now are UL approved. We can also bring down costs by eventually using only Switched Reluctance Motors and Generators, but the certification process takes time and is expensive to get our own components approved, but our costs will be cut in half in making this change. We can use REM Generators until that time. The funds also allow us to install pilot programs for utilities, local governments and major retail chains that will result in hundreds of millions of additional orders.

Market Opportunity

Many people have tried for years to produce clean green energy at an affordable price. We anticipate other products will come to market that may challenge our market. We also anticipate that our IP will be challenged. Therefore, the faster we can expand and gain market dominance the more we can avoid further competition. At this time we are the only product on the market that can produce clean green energy 24/7/365 for Distributed Generation. Nuclear, gas, coal and hydro do produce 24/7 but must shut down for scheduled maintenance and have huge environmental negative impact.

Management

ECO-GEN Energy, Inc. is proud of all of the people that currently make up our staff. The Company believes that it is important to combine staff from our target demographic with business professionals who can make the Company run flawlessly.

EXECUTIVE OFFICERS, MANAGEMENT, BOARD OF ADVISORS, AND ADMINISTRATIVE STAFF

Executive Officers

Raoul Hamilton, President/ Director

Raoul Hamilton, President, Secretary, Treasurer and Member of the Board of Directors, brings over 30 years of business experience with him to ECO-GEN. He is currently serving as President of a property management company and insurance general agency. Raoul made a name for himself in his family owned restaurant business, Fat Burgers and managing government concession services before leaving to start his own business. Mr. Hamilton has extensive government and political connections. As a minority managed business, ECO-GEN receives preferred consideration on all government contracts.

Julie Otey, General Manager/Secretary

Julie Otey, General Manager of ECO-GEN Energy brings over nine years of management and branding experience to the Company. She gained valuable experience as the personal assistant and general manager for Wolfgang Puck and Spago Enterprises. She was directly responsible for duties as varied as restaurant management to cookbook editing and publishing; product manufacturing, contract manufacturing and branding to the Oscar's Governor's Ball.

Mark Carvalho, VP Manufacturing

Mark brings 20 years of industrial and international sales experience and connections all over the world. He has experience in green, clean energy technologies consulting on energy and infrastructure with the governments of the countries of Nigeria, Trinidad & Tobago, Mexico, China, South Korea, India and The Native American Indians on Green and Clean Technologies. Technologies included, but not limited to, Renewable Energy, Mobile Energy sources or Biofuels, Water Treatment, Waste Water Treatment, Waste to Energy, Solar, Landfill and Clean Air. Communications, Securities, Structures and Sustainable Communities and Property realms are a full time focus.

Background included hydraulic technology on F-4 phantom jets and equipment learned while enlisted in the US Marine Corp. He has been involved in chemistry since 1982 specializing in the automotive industry owned a body shop, painted and built prototypes and race cars for 16 years and has worked on projects with Dupont Automotive & Industrial High Performance Coating, PPC Automotive & Light Industrial Coating, BASF Automotive.

Organization Member: NGA, USGBC, NUSACC, ACORE.

Tom Soumas – VP Communications/Security

Tom has worked in the communications and defense industry for over 20 years. He is deeply involved and has established Eco-Gen with a new strategic alliance with *Cinetcomm* to install the **JouleBox™** Hybrid Generator for the Department of Homeland Security. This application is identified as “the interoperable FirstNet Public Safety Broadband Network in the 700 MHz band of the D Block spectrum.”

Paul B. Delanoe, Executive VP

Paul worked with all the co-inventors to develop the Hybrid Generator and has provided the vision for ECO-GEN. As a proven inventor and entrepreneur he brings together creative and executive experience into all aspects of the company. Paul is listed as lead inventor on the Hybrid Generator technology as well as the motor technology.

Steve Baker, VP of Finance

Steve brings over 30 years of financial expertise to the company. He has been very successful in helping many companies throughout his career achieve financial success.

The Board of Technology Advisors offer tremendous sales opportunities through strategic alliances with their other companies. (NOTE: see updated list of Advisors)

Mark Carvalho

Mark brings 20 years of industrial and international sales experience

Licia Boaventura

Licia was an attorney and an administrative law Judge in her native Brazil. Licia is Trustee and oversees all IP with the Bellagio Trust that owns most of the IP for the Hybrid Solar Generator.

Armen Showalter

Armen is a co-developer of multiple patents relating to the low voltage magnetic aluminum flywheel technology. He also holds many other patents in alternative energy and water technologies.

Reginald Garcia

Reggie has developed the switched reluctance speed controller and driver that is much more efficient than anything else on the market.

Larry Cantwell

Larry holds various patents regarding Vortex Reduction Chambers and the use of wind in the production of electricity.

Paul B. Delanoe

Paul is responsible for bringing all the various talent and technologies together in the Hybrid Solar Generator. He is an inventor or co-inventor on over 30 intellectual properties. Paul is listed as lead inventor on the Hybrid Generator technology as well as the motor technology. Paul has extensive experience in marketing and finance.

Attorney

Mark J. Riedy, Partner
Kilpatrick Townsend & Stockton LLP
Suite 900
607 14th Street, NW
Washington, DC 20005-2018

Financial Reports

Copies of the financial statements from the Company's accountants and copies of relevant tax reports will be prepared within 90 days of the close of each fiscal year. In addition, an annual meeting may be held for all shareholders to discuss the Company's investment activities and portfolio at the discretion of the Company and subject to shareholders participation being sufficient to warrant the meeting. If no meeting is held, the annual report to shareholders shall be the minimum reporting that may be done by the Company.

Management Services and Expenses

From the revenue of the Company, the Company will pay normal operating expenses of the Company. The Company will be responsible for payment of certain specified expenses including, but not limited to, audited and unaudited outside accounting, legal, all investment expenses, custodial fees, registrar and transfer agent fees, bank service fees, trustee, consulting, website hosting fees, computer software (as needed), advisory fees, insurance expenses and other reasonable expenses related to the purchase, sale or transmittal of the Company's assets, as well as expenses incurred in connection with the annual filing fees in Nevada and/or California and in conducting meetings for the Company.

The Company also has the right in its sole discretion to cause the Company to borrow funds to provide additional financing for any valid Company purpose. There is no assurance that such financing will be available to the Company.

Copies of the financial statements from the Company's accountants and copies of relevant tax reports will be prepared within 90 days of the close of each fiscal year. Semiannual financial reports and investment reports will be distributed to the Company's shareholders. In addition, an annual meeting may be held for all shareholders to discuss the Company's investment activities and portfolio at the discretion of the Company and subject to shareholders participation being sufficient to warrant the meeting. If no meeting is held, the annual report to shareholders shall be the minimum reporting that may be done by the Company.

ALLOCATION OF INCOME, GAINS AND LOSSES Capital Accounts

The Company will maintain a capital account which will consist of a record of such shareholders capital contributions, increased by all income and gains allocated to such shareholder.

DISTRIBUTION POLICIES

Discretionary Distributions

Distributions of net income and the proceeds of dispositions of portfolio investments will be made at the sole discretion of the Company. The Company intends to distribute net cash proceeds of the sale of

portfolio assets as soon as possible except to the extent that the Company determines such amounts should be retained to pay Company expenses.

Manner of Distributions

All distributions will be made in cash or securities. All distributions will be made in proportion to the capital account of the Common and Class A shareholders.

In the event of liquidation of the Company, there will be a period of liquidation in which all creditors of the Company will be paid. The remaining Company assets will be distributed to the Class A shareholders in accordance with their respective capital account balances, in cash or in kind; and in accordance with their respective liquidation rights & preferences.

POTENTIAL CONFLICTS OF INTEREST

The Company and its officers & directors will not engage in any transaction contrary to the best interest of the Company. This restriction will not prevent the Company, its officers & directors, or its shareholders from organizing any other Company in the future.

MANAGEMENT

The following is a brief summary of certain provisions of the Company Management.

Control of Operations

The Officers have exclusive management and control of the Company. The Class A Shareholders, other than the Company management, will take no part in the management or control of the Company, and will have no right or authority to act for the Company or vote on matters except as provided in the certificate of designation of rights and preferences of shareholders. The Officers and Directors of the Company may be removed as management of the Company by a vote of three-fourths of the shareholders, after the Company has (a) attempted to withdraw or transfer its ownership interest, (b) failed to well and faithfully perform its responsibilities as Management or (c) committed a material breach of the Code of Ethics.

(See "*Code of Ethics*" and "*Social Contract*")

Liability of Shareholders

According to the corporations' code of the State of Nevada, shareholders liability shall not exceed its capital contributions and its share of undistributed profits of the Company.

Liability of Company

Unless otherwise provided by law, the Company and its agents and representatives will not be liable to the Company or its shareholders for any loss suffered by the Company or any shareholder except for (a) acts or omissions that the Company and its agents and representatives knew at the time of the acts or

omissions were clearly in conflict with the interest of the Company, (b) any transaction from which the Company and its agents and representatives derived an improper personal benefit.

Indemnification

The Company will indemnify each employee, officer, consultant and agent of the Company and each member of the Board of Directors, Officers, and Advisory Board, out of the Company's assets, to the fullest extent permitted by applicable law, against claims, demands, losses, costs, expenses (including reasonable attorneys' fees), judgments and/or liabilities incurred by or imposed upon him or it in connection with any action, suit or proceeding, to which he or it may be a party or otherwise involved or with which he or it is threatened, except with respect to matters as to which he or it has been finally adjudicated in any such action, suit or proceeding not to have acted in good faith or to have acted with gross negligence or willful disregard of his or its duties, or in breach of his or its fiduciary obligations. The Company may advance expenses incurred by an indemnified party upon the approval of the Company and the receipt by the Company of an undertaking by the indemnified party to reimburse the Company, unless it is determined that the indemnified party is entitled to be indemnified by the Company against such expenses.

Transferability of Interests

The interests of the shareholders are not transferable without the prior written consent of the Company.

Dissolution and Liquidation

The Company will have a perpetual in existence. It may commence dissolution in keeping with the provisions of the by-laws of the corporation.

The Company may be dissolved upon the election to dissolve the Company upon the consent of at least a Majority in Interest of the Board of Directors of the Company, or upon judicial dissolution. The

Company also will be dissolved under the first to occur of the dissolution events set forth below. Notwithstanding the following dissolution events, the Company will not be dissolved and the business of the Company will continue by the written consent of the remaining shareholders owning a majority of the profits interest and a majority of the capital interests and the election of a substituted Company. These additional dissolution events include the following: (a) upon the Company (i) making an assignment for the benefit of creditors; (ii) filing a voluntary petition in bankruptcy; (iii) being adjudged bankrupt or insolvent or having entered against it an order for relief in any bankruptcy or insolvency proceeding; (iv) filing a petition or answer seeking for it any reorganization, liquidation, dissolution or similar relief under any law or regulation; (v) seeking, consenting to, or acquiescing in, the appointment of a trustee or receiver

for, or liquidation of the Company or of all or any substantial part of its properties; or (vi) filing an answer or other pleading admitting or failing to contest the material allegations of a petition filed against it in any bankruptcy or insolvency proceeding; (b) the dissolution of the Company or the revocation of its charter; or (c) upon the withdrawal or removal of the Company.

ESTIMATED USE OF PROCEEDS

The management team of ECO-GEN Energy, Inc., (the "Company") has identified several areas requiring capital. In that context, the Company is seeking \$25,000,000 dollars in equity financing pursuant Rule 506. The proceeds received from the sale of Shares will be used to: (1) fund our continuing development and working capital needs; and (2) to develop new products, obtain UL approval and certification; and 3) to expand contract manufacturing capabilities.

Since its establishment, the Company has adopted a strategy of growing the Company in a controlled manner, using only our own capital source (i.e.: officers' investment and private money). Commencing immediately, we plan to pursue a more aggressive growth strategy to capitalize on considerable market opportunities that currently exist.

More specifically:

Use of Funds

The company will use the \$25 Million equity contribution to increase efficiencies, increase sales and decrease the cost of manufacture. The Funding will enable us to increase sales and production as fast as possible. Without sales the burn rate would last for 1 year. We anticipate sales within the first quarter from funding.

- Supply Chain Management – \$15.0 million.
By increasing the size of the orders of component parts we can decrease costs for each of our units 18-25%. Currently, 50% down payment with orders does not cover 100% of our costs on the smaller units. \$15.0 Million can support \$165 million in sales and generates a \$80+ million gross profit. This capital can be turned every 60-90 days. With component cost saving more sales can be supported with less capital. Contract manufacturers require us to show liquid assets to meet production obligations. We can leverage our capital by showing the capital while having the products manufactured by multiple contract manufacturers. All our sales terms are 50% with the purchase order and the balance prior to shipment. All manufacturing is provided by independent 3rd party contract manufacturers. The production limits are estimated as:
- | | |
|-------------------|---|
| CEBE | max. 500 units per month |
| Suntron/Benchmark | max. 1000 units per month |
| Flextronics | can provide global manufacturing operations. The minimum guarantee to have Flextronics manufacture is \$120 million |

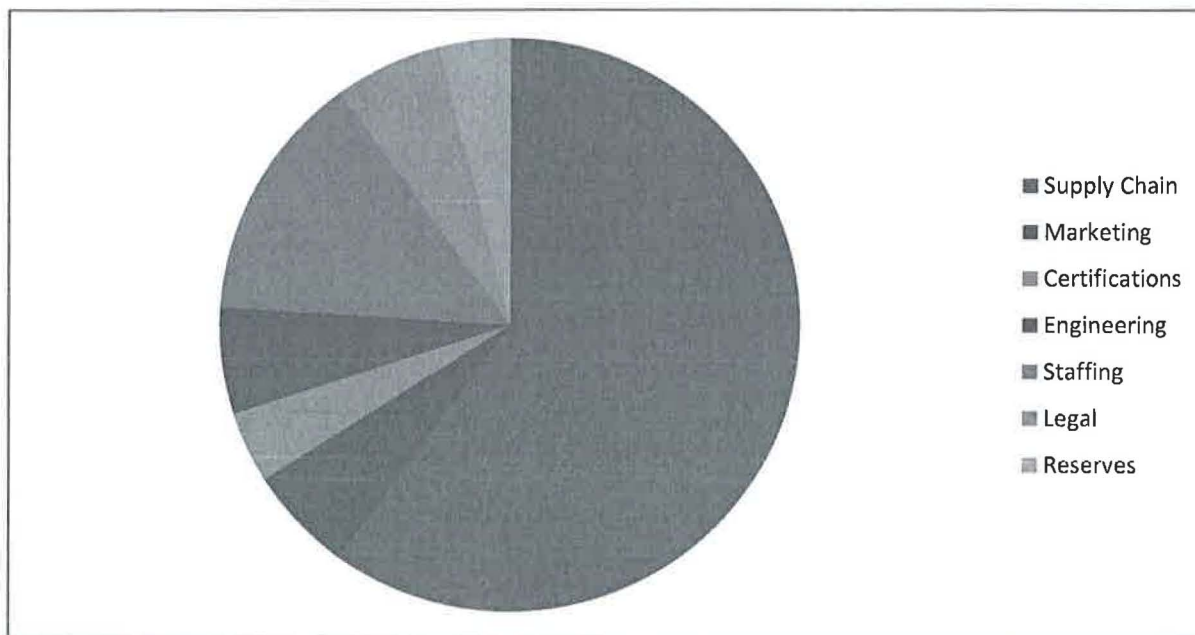
annually, at cost. The additional capital allows us to meet Flextronics requirements.

Other Contract manufacturers can be added to meet demand.

- Marketing – \$1.5 million.
US markets will be handled by distributors and solar installation companies. We anticipate adding staff to handle US needs. Lenders require demonstrating financial viability to approve our equipment in order that they finance our customer's purchases. Export sales require demonstrating financial viability for approval for EX-IM Bank financing. The export market is especially strong for our 60 kW units that have the highest profit margins and the lowest need for capital since the 50% down payment covers costs.
- Certification – \$1.0 million.
All equipment must be tested and/or certified in accordance with the International Electrotechnical Commission 61400-2 ("IEC 61400-2"). IECEE, CEE is the International Commission on the Rules for the Approval of Electrical Equipment. Additionally, certain certifications are required depending on country: VDE EMC Mark, Underwriters Laboratories Inc., CSA International, CE, ENEC, NEMKO, DEMKO, FIMKO, GS-Mark, CCA, GOST R, NOM Mark, VDE EMC Mark and Energy Star. Currently there are incentives for Solar and Wind in the US. We will apply for approval of our technology for incentives without a solar component which will save on costs and increase sales.
- Engineering – \$1.5 million.
There are additional improvements and efficiencies that can be added to the products to increase sales and decrease costs.
- Staffing – \$3.5 million.
There are additional staffing requirements. These positions are primarily quality control, manufacturing oversight, logistics, accounting and administrative.
- Legal – \$1.5 million.
Expanded IP protection globally and the defense of all anticipated infringements. Corporate Counsel is Mark Riedy, of Kilpatrick Townsend & Stockton LLP, Washington DC. Mr. Riedy is internationally known in the renewable energy field. The firm's expertise in renewable energy, energy generation, intellectual property and securities field will assist us in obtaining PPA's, regulatory approval and global patent protection.
- Reserves – \$1.0 million.
The Company needs reserves to manage future growth.

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The following illustrates the Company's estimated use of proceeds assuming the indicated amounts are raised during this Offering Period:



Although the Company intends to utilize the proceeds of the offering as disclosed above, the Company's Board of Directors will have complete discretion as to the final use of the proceeds.

The above is an estimate; actual results may vary materially from the estimates.

PRIVATE PLACEMENT STATUS

As a purchaser of Class A Shareholder Interests in a private placement not registered under the Securities Act of 1933, each purchaser will be required to represent that it is acquiring the Company's Class A Shareholder Interests for investment and not with a view to resale or distribution. Purchasers generally must be "accredited investors" within the meaning of Regulation D under the Securities Act of 1933. Further, each purchaser must be prepared to bear the economic risk of the investment for an indefinite period, since the Company's Class A Shareholder Interests cannot be sold unless they are subsequently registered under the Securities Act or an exemption from such registration is available. It is extremely unlikely that the Company's Class A Shareholder Interests will ever be registered under the Securities Act.

Prior to the sale, each purchaser of the Company's Class A Convertible Preferred Shares is invited to ask questions of the Company concerning the terms and conditions of the Offering and to obtain any additional information, to the extent the Company possesses such information or can acquire it without unreasonable effort or expense, necessary to verify the accuracy of the information furnished in this Memorandum.

RISK FACTORS

Such summary is not intended to be exhaustive of risks that are or may become relevant:

The common stock being offered hereby is currently illiquid and highly speculative. Investment therein involves a high risk of loss of an investor's entire investment in the Company. Each prospective investor is urged to carefully review the risk factors discussed below and to discuss with management the nature and extent of risks inherent in the Company's proposed business in determining whether to invest in the Company.

Risks Related to Our Business

Our operating results are difficult to predict and fluctuations in them may cause volatility in the price of our shares. Given the nature of the markets in which we compete, our revenues and profitability are difficult to predict for many reasons, including the following:

- Our operating results are highly dependent on the volume and timing of retail sales by our distributors received during the quarter, which are difficult to forecast. As a result, our revenues in any quarter depend primarily on distributor sales in that quarter.
- We must incur a large portion of our development costs in advance of sales, because we must pay for testing, certification, engineering, IP licensing, and other operating commitments prior to obtaining firm commitments from our distributors. This makes it difficult for us to adjust our costs in response to a revenue shortfall, which could adversely affect our operating results. In turn, fluctuations in our operating results may cause volatility in the price of our registered shares.

Our failure to manage growth could harm us. We have rapidly and significantly expanded the number and types of products we sell and we will endeavor to further expand our product portfolio. This expansion places a significant strain on our management, operations and engineering resources. Specifically, with the growth of our product portfolio, we also experience increased complexity in forecasting customer demand and in planning for production, and transportation and logistics management. If we are unable to scale and improve our forecasting, planning and logistics management, we could frustrate our members or lose memberships. To manage the growth of our operations, we will need to continue to improve our transaction processing; operational and financial systems; and procedures and controls to effectively manage the increased complexity. If we are unable to scale and improve them, the consequences could include: degradation in levels of customer support and lost memberships. These difficulties could harm or limit our ability to expand.

We may encounter difficulties with our future acquisition(s), which could adversely affect our business and operating results. We may acquire companies that have products, personnel and technologies that complement our strategic direction and roadmap.

- Our acquisitions involve risks and uncertainties, including:
- Difficulties in integrating the acquired company and its operations;
- Diversion of management's attention from the normal operations of our business;
- Potential loss of key employees and members of the company;
- Insufficient future revenues and profitability of the company that could negatively impact our consolidated results;

- Exposure to potential product quality issues; and exposure to unanticipated contingent liabilities of the acquired company.

Any of these and other factors could prevent us from realizing the anticipated benefits of the acquisition and could adversely affect our business and operating results. Acquisitions are inherently risky, and no assurance can be given that acquisitions will occur or, if they do, that they will be successful.

Operating Losses; Limited Revenue or Assets. The Company was organized in 2012. There can be no assurance that the Company will generate profit or positive cash flows from operating activities in the future. If the Company is unable to achieve profitability or positive cash flows from operating activities, it will not be able to meet its working capital or future debt service requirements, which would have a material adverse effect on the Company's ability to continue to operate.

New Business Strategy. Part of the Company's business strategy is to develop and expand operations through targeting local distributors and marketing companies that have identified market niches. Competition may be intense, and there can be no assurance that the Company will succeed.

Highly Competitive and Regulated Industry. The markets for the Company's services are highly regulated and are driven by the utilities. The utilities and current energy producers will fight any changes that may affect their markets. The Company's competitors or potential competitors may have longer operating histories, more established customer relationships and significantly greater financial, management, technology, sales and marketing and other resources than the Company. The Company's competitors include major utilities and energy producers. There can be no assurance that existing or future competitors will not develop or offer resources that provide significant performance, price, or other advantages over those offered by the Company, which could have a material effect on the Company's business, financial condition and operating results.

Risks Related to This Offering of Our Common Stock

We will have broad discretion over the use of the net proceeds from this offering; our success and growth depends on the beneficial use of the net proceeds. We intend to use the net proceeds from this offering for general corporate purposes, principally additional sales and marketing expenses as well as investing in our software technology and working capital. However, our board of directors and management will have broad discretion in the use of the net proceeds from this offering. Investors will be relying on the judgment of our board of directors and management regarding the application of the proceeds of this offering.

Our existing shareholders will control all matters requiring a stockholder vote; their interest may conflict with yours. The Company's present or future executive officers, directors and controlling stockholders directly and beneficially hold or will hold most of the outstanding shares of Common Stock. The Company's officers, directors and controlling stockholders currently are, and in the foreseeable

future will continue to be, in a position to control the Company by being able to nominate and elect a majority of the Company's Board of Directors. The Board of Directors establishes corporate policies and has the sole authority to nominate and elect the Company's officers to carry out those policies. Prospective investors therefore will have limited participation in the Company's affairs. Upon the closing of this offering, assuming that all outstanding stock options and/or warrants are exercised, certain insiders will control over fifty percent (50%) of our outstanding voting stock. If all of these stockholders were to vote together as a group, they would have the ability to exert significant influence over our board of directors and its policies. For instance, these stockholders would, if they voted together, be able to control the outcome of all stockholder votes, including votes concerning director elections, bylaw amendments and possible mergers, corporate control contests and other significant corporate transactions. This concentration of ownership may have the effect of delaying, deferring or preventing a change in control, a merger, consolidation, takeover or other business combination. This concentration of ownership could also discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us which, in turn, could have an adverse effect on the market price of our common stock.

Dependence on Key Personnel and Directors: The Company is dependent on the efforts of talented employees with industry relationships and technical knowledge of the Company's operations. The Company does not presently have employment contracts with any personnel, although it intends on entering into contracts with key employees in the near future. The loss of any of them or the inability of the Company to recruit and train additional key technical and sales personnel in a timely manner, could materially and adversely affect the business of the Company and its future prospects. There can be no assurance that the Company will be able to continue to attract and retain the qualified personnel necessary for the development of its business. The Company does not maintain key personal life insurance policies on any of its officers and employees. Further, if the Company is unable to obtain adequate financing in the near future, it will not be able to retain its existing personnel, or assure the commitments of its proposed Board of Directors.

Discretion in Application of Proceeds: In order to accommodate changing circumstances, the Company's management may reallocate the proceeds of this Offering among the corporate purposes described in this Offering Memorandum. Accordingly, the Company's management will have broad discretion in the application of the Proceeds.

Dividend Policy: The payment of dividend by the Company is contingent upon future earnings, and there can be no assurance that future earnings will be such that dividends can or will be paid. In addition, the payment of dividends is contingent upon the Company's financial condition and other factors deemed relevant by the Company. It is the Company's present intent not to pay dividends until it has retained earnings in excess of its reasonable financial needs. This policy is subject to change by the Company. The payment of dividends rests wholly within the discretion of the Company.

Projections and Forward Looking Statements: This Offering Memorandum contains statements regarding matters that are not historical facts and constitute forward looking statements within the meaning of Section 27A of the Act and Section 21E of the Securities Exchange Act of 1934 (the "Act"). Because the outcome of the events described in such forward looking statements is subject to risks and uncertainties and in the nature of projections or predictions of future events which may not occur, actual results may differ materially from those expressed in or implied by such forward looking statements. Although the Company believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, it can give no assurances that its expectations will be achieved. The level of future revenues of the Company, and its profitability, if any, are impossible to accurately predict due to uncertainty as to possible changes in economic, market and other circumstances. Prospective investors are urged to consult with their own advisors with respect to any revenue, financial, business and other projections contained herein.

Absence of Regulatory Review of the Offering: The Shares are being offered pursuant to an exemption from registration under Regulation D promulgated under the Act and compatible exemptions in certain states. No governmental regulatory agency has reviewed or passed upon this Offering, this Memorandum, or the Company or any securities of the Company. Prospective investors must therefore assess the adequacy of disclosure and the fairness of the terms of this Offering on their own or in conjunction with their personal advisors. Prospective investors are urged to research the area of business in which the Company intends to operate.

Restrictions on Transferability: No shares have been registered under the Act or any state securities laws ("State Laws"), in reliance on exemptions for limited offerings. The sale, pledge or other transfer of the Shares is not restricted under the Act, but the sale, pledge or other transfer of the Shares may be restricted in any State where the shares are not registered under the applicable state securities law or exempt from such registration. Except as expressly provided in any Subscription Agreement of Cody

Ventures Corporation. ECO-GEN Energy, Inc. makes no assurance or representation as to when, if ever it will register any of the Shares. Accordingly investors may be required to hold their investment in ECO-GEN Energy Corp. indefinitely and should not purchase any Shares with funds they need or cannot afford to lose.

While our shares are not traded on any exchange, such future status is speculative; moreover, our stock price may be experience volatility and be subject to regulation. Although a public offering as provided for under the Securities Act of 1933 Rule 504, this offering is exempt from registration with the SEC. Similarly, although a trading market for the purchase and sale of these shares exists on the Pink Sheets Over-the-Counter (OTC), because of relative illiquidity, a purchaser of shares may not be able to liquidate his or her investment and shares may not be readily acceptable as collateral for loans.

The price at which shares may be purchased or sold may be subject to extreme fluctuations due to factors as actual or anticipated fluctuations in our operating results, selection of products, execution of new contracts, general market conditions and other factors. Moreover, although it is uncertain in the future whether our shares will be listed on a national or regional exchange, the NASDAQ Small Cap

Market, or whether broker-dealers will make (or continue to make a market in the shares, if the shares are not listed with a national or regional exchange or quotation system, and broker-dealers do buy and sell the shares, then certain "penny stock" regulations could affect the sale if the share price is \$5.00 per share or less. These regulations require broker-dealers to disclose the risk associated with buying penny stocks and to disclose their compensation for the selling of shares. Such regulations may have the effect of reducing the level of trading activity in the secondary market for the shares and make it more difficult for investors to sell shares.

In addition to the above risks, businesses are often subject to risks not foreseen by management. In reviewing the offering documents, potential investors should keep in mind other potential risks that could be important.

An Investment in the Shares involves a very high degree of risk. Investors should carefully consider the information presented below, including risks relating to the absence of operations, uncertain market acceptance, competition, potential technical obsolescence, future capital needs and dependence on key personnel.

THE SECURITIES OFFERED PURSUANT TO THESE OFFERING MATERIALS ARE SPECULATIVE AND INVOLVE A HIGH DEGREE OF RISK. ONLY THOSE PERSONS ABLE TO LOSE THEIR ENTIRE INVESTMENT SHOULD PURCHASE THESE SECURITIES. PROSPECTIVE INVESTORS, PRIOR TO MAKING AN INVESTMENT DECISION, SHOULD CAREFULLY READ THESE OFFERING MATERIALS AND CONSIDER, ALONG WITH OTHER MATTERS REFERRED TO HEREIN, THE FOLLOWING RISK FACTORS.

EACH OF THESE RISK FACTORS COULD ADVERSELY AFFECT THE VALUE OF AN INVESTMENT IN OUR COMMON STOCK. THIS INVESTMENT INVOLVES A HIGH DEGREE OF RISK.

CODE OF ETHICS

The Company is committed to maintaining the highest standards of ethical conduct. This Code of Ethics reflects the business practices and principles of behavior that support this commitment. The Company's Board of Directors is responsible for setting the standards of conduct contained in this Code and for updating these standards as appropriate to reflect legal and regulatory developments. We expect every employee, officer and director to read and understand this Code and its application to the performance of his or her business responsibilities. We will hold each of our employees, officers and directors accountable for adherence to this Code. Those who violate this Code will be subject to disciplinary action, up to and including termination.

General Counsel

The Company has designated General Counsel as the Compliance Officer to administer this Code. Employees, officers and directors may, at their discretion, make any report or complaint provided for in this Code to the General Counsel. The General Counsel will refer complaints submitted, as appropriate, to the Board of Directors.

Financial Code of Ethics

As a public company, it is of critical importance that the Company be accurate and timely. Depending on their position with the Company, employees may be called upon to provide information to assure that the Company's public reports are complete, fair, and understandable. The Company expects of its employees to take this responsibility seriously and to provide prompt and accurate answers to inquiries related the Company's public disclosure requirements.

The Company's Finance Department bears a special responsibility for promoting integrity throughout the Company, with responsibilities to shareholders, both inside and outside of the Company. The Chief Executive Officer (CEO), Chief Financial Officer (CFO), and Finance Department personnel have a special role both to adhere to the principles of integrity and also to ensure that a culture exists through the Company as a whole that ensures the fair and timely reporting of the Company's financial results and conditions. Because of this special role, the CEO, CFO, and all members of the Company's Financial Department are bound by the Company's Financial Code of Ethics, and by accepting the Financial Code of Ethics, each agrees that they will:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Provide information that is accurate, complete, objective, relevant, timely, and understandable to ensure full, fair, accurate, timely, and understandable disclosure in the reports and documents that the Company files with, or submits to, government agencies and in other public communications.
- Comply with the rules and regulations of federal, state, and local governments, and other appropriate private and public regulatory agencies. This Code does not summarize the laws, rules and regulations applicable to the Company and its employees, officers and directors. Each

employee, officer and director should refer to the various guidelines the Company has prepared on specific laws, rules and regulations.

- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of one's work, except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of one's work will not be used for personal advantage.
- Share job knowledge and maintain skills important and relevant to shareholders' needs.
- Proactively promote and be an example of ethical behavior as a responsible partner among peers, in the work environment and in the community.
- Achieve responsible use of, and control over, all Company assets and resources employed by, or entrusted to the employee, and their Department.
- Receive the full and active support and cooperation of the Company's Officers, Senior Staff, and all employees in the adherence of this Financial Code of Ethics.
- Promptly report to the CEO or CFO any conduct believed to be in violation of law or business ethics or in violation of any provision of this Code of Ethics, including any transaction or relationship that reasonably could be expected to give rise to such a conflict. Further to promptly report to the Chair of the Company's accountant such conduct if by the CEO or CFO or if they fail to correct such conduct by others in a reasonable period of time.

Clarification

Conversion of Preferred Shares to common stock shares as defined in the "TERMS OF THE OFFERING" subsection on page 4 of this Private Placement Memorandum shall be without cost to any shareholder.



a Nevada Corporation

10,000,000 Units (\$2.50 Per Unit)

Minimum Investment: Twenty-Five Thousand dollars (\$25,000)

INSTRUCTIONS FOR SUBSCRIPTION

To Subscribe

1. Subscription Agreement

Please execute the signature page and return with the Purchaser Questionnaire.

2. Purchaser Questionnaire

Please complete and return with your executed signature page.

3. Please make check payable to:

ECO-GEN ENERGY, INC.

**SUBSCRIPTION AGREEMENT AND POWER OF
ATTORNEY**

Name of Investor: _____
(Print)

ECO-GEN Energy, Inc.
7247 Hayvenhurst Ave., #A-6
Van Nuys, CA 91406
Attention: Julia A. Otey, Manager

Re: ECO-GEN Energy, Inc. – 10,000,000 Units of Preferred Stock (the “Units”)

Gentlemen:

1. *Subscription.* The undersigned hereby tenders this subscription and applies to purchase the number of Units in ECO-GEN Energy, Inc. (the “Company”) indicated below, pursuant to the terms of this Subscription Agreement. The purchase price of each Unit is two dollars and fifty cents (\$2.50), payable in cash in full upon subscription. The undersigned further sets forth statements upon which you may rely to determine the suitability of the undersigned to purchase the Units. The undersigned understands that the Units are being offered pursuant to the Confidential Private Placement Memorandum, dated Jan. 1st, 2017 and its exhibits (the “Memorandum”). In connection with this subscription, the undersigned represents and warrants that the personal, business and financial information contained in the Purchaser Questionnaire is complete and accurate, and presents a true statement of the undersigned’s financial condition.

2. *Representations and Understandings.* The undersigned hereby makes the following representations, warranties and agreements and confirms the following understandings:

(i) The undersigned is acquiring the Units for investment purposes, for the undersigned’s own account only, with no intention or view to distributing the Units or any participation or interest therein.

(ii) The undersigned has received a copy of the Memorandum, has reviewed it carefully, and has had an opportunity to question representatives of the Company and obtain such additional information concerning the Company as the undersigned requested.

(iii) The undersigned has sufficient experience in financial and business matters to be capable of utilizing such information to evaluate the merits and risks of the undersigned’s investment, and to make an informed decision relating thereto; or the undersigned has utilized the services of a purchaser representative and together they have sufficient experience in financial and business matters that they are

capable of utilizing such information to evaluate the merits and risks of the undersigned's investment, and to make an informed decision relating thereto.

(iv) The undersigned has evaluated the risks of this investment in the Company, including those risks particularly described in the Memorandum, and has determined that the investment is suitable for him. The undersigned has adequate financial resources for an investment of this character, and at this time he could bear a complete loss of his investment. The undersigned understands that any projections which may be made in the Memorandum are mere estimates and may not reflect the actual results of the Company's operations.

(v) The undersigned understands that the Units are not being registered under the Securities Act of 1933, as amended (the "1933 Act") on the ground that the issuance thereof is exempt under Section 4(2) of the 1933 Act and Rule 506 of Regulation D promulgated thereunder, and that reliance on such exemption is predicated in part on the truth and accuracy of the undersigned's representations and warranties, and those of the other purchasers of Units.

(vi) The undersigned understands that the Units are not being registered under the securities laws of any state on the basis that the issuance thereof is exempt as an offer and sale to purchasers in such state meeting certain investor suitability standards with respect to income, net worth, knowledge and sophistication. The undersigned understands that reliance on such exemptions is predicated in part on the truth and accuracy of the undersigned's representations and warranties and those of other purchasers of Units. The undersigned covenants not to sell, transfer or otherwise dispose of a Unit unless such Unit has been registered under the applicable state securities laws, or an exemption from registration is available.

(vii) The undersigned has (i) a net worth (or joint net worth with spouse) of at least \$1,000,000, not including the value of the undersigned's primary residence, or (ii) an annual gross income during the previous two years, and reasonably expects to have gross income in the current year, of at least \$200,000 (or \$300,000 collectively with spouse), or (iii) otherwise meets the criteria for being an "Accredited Investor" as defined in Rule 501 of Regulation D promulgated under Section 4(2) of the Securities Act of 1933, as amended (the "1933 Act"), or (iv) is the beneficiary of a fiduciary account, or, if the fiduciary of the account or other party is the donor of funds used by the fiduciary account to make this investment, then such donor, who meets the requirements of either (i), (ii) or (iii) above.

(viii) The undersigned has no need for any liquidity in his investment and is able to bear the economic risk of his investment for an indefinite period of time. The undersigned has been advised and is aware that: (a) there is no public market for the Units and it is not likely that any public market for the Units will develop; (b) it may not be possible to liquidate the investment readily; (c) the undersigned must bear the economic risk of his investment in the Units for an indefinite period of time because the Units have not been registered under the 1933 Act and applicable state law or an exemption from such registration is available; (d) a legend as to the restrictions on transferability of the Units referred to herein will be made on the document evidencing the Unit, and (e) a notation in the appropriate records of the Company will be made with respect to any restrictions on transfer of Units.

(ix) All contacts and contracts between the undersigned and the Company regarding the offer and sale to him of Units have been made within the state indicated below his signature on the signature page of this Subscription Agreement and the undersigned is a resident of such state.

(x) The undersigned has relied solely upon the Memorandum and independent investigations made by him or his purchaser representative with respect to the Units subscribed for herein, and no oral or written representations beyond the Memorandum have been made to the undersigned or relied upon by the undersigned.

(xi) The undersigned agrees not to transfer or assign this subscription or any interest therein.

(xii) The undersigned hereby acknowledges and agrees that, except as may be specifically provided herein, the undersigned is not entitled to withdraw, terminate or revoke this subscription.

(xiii) If the undersigned is a partnership, corporation or trust, it has been duly formed, is validly existing, has full power and authority to make this investment, and has not been formed for the specific purpose of investing in the Units. This Subscription Agreement and all other documents executed in connection with this subscription for Units are valid, binding and enforceable agreements of the undersigned.

(xiv) The undersigned meets any additional suitability standards and/or financial requirements which may be required in the jurisdiction in which he resides, or is purchasing in a fiduciary capacity for a person or account meeting such suitability standards and/or financial requirements, and he is not a minor.

(xv) The undersigned has a pre-existing business relationship with the Company, the Manager, or an officer, director, employee, referring party or consultant to the Company or the Manager, and was not solicited pursuant to any form of public advertisement, cold calling or general solicitation. The offer to sell the Units was directly communicated to the undersigned by the Company through the Memorandum in such a manner that the undersigned was able to ask questions of and receive answers from the Company, or a person acting on its behalf, concerning the terms and conditions of this transaction. At no time was the undersigned presented with or solicited by or through any article, notice or other communication published in any newspaper or other leaflet, public promotional meeting, television, radio or other broadcast or transmittal advertisement or any other form of general advertising.

3. *Indemnification.* The undersigned hereby agrees to indemnify and hold harmless the Company and all of its affiliates, attorneys, accountants, employees, officers, directors, Members and agents from any liability, claims, costs, damages, losses or expenses incurred or sustained by them as a result of the undersigned's representations and warranties herein or in the Purchaser Questionnaire being untrue or inaccurate, or because of a breach of this agreement by the undersigned. The undersigned hereby further agrees that the provisions of Section 3 of this Subscription Agreement will survive the sale, transfer or any attempted sale or transfer of all or any portion of the Units. The undersigned hereby grants to the Company the right to setoff against any amounts payable by the Company to the undersigned, for whatever reason, of any and all damages, costs, and expenses (including, but not limited to, reasonable

attorneys' fees) which are incurred by the Company or any of its affiliates as a result of matters for which the Company is indemnified pursuant to Section 3 of this Subscription Agreement.

4. *Taxpayer Identification Number/Backup Withholding Certification.* Unless a subscriber indicates to the contrary on the Subscription Agreement, he will certify that his taxpayer identification number is correct and, if not a corporation, IRA, Keogh, or Qualified Trust (as to which there would be no withholding), he is not subject to backup withholding on interest or dividends. If the subscriber does not provide a taxpayer identification number certified to be correct or does not make the certification that the subscriber is not subject to backup withholding, then the subscriber may be subject to twenty-eight percent (28%) withholding on interest or dividends paid to the holder of the Units.

5. *Governing Law.* This Subscription Agreement will be governed by and construed in accordance with the laws of the State of Nevada.

6. *Acknowledgement of Substantial Risks.* The undersigned has carefully reviewed, thoroughly understands and hereby acknowledges the significant risks that are entailed in this investment, as described in detail under "RISK FACTORS" in the Memorandum.

7. *Special Power of Attorney.* The undersigned hereby appoints and constitutes Julia A. Otey as the undersigned's attorney-in-fact with power and authority to act in the undersigned's name and on the undersigned's behalf to execute, verify, acknowledge, deliver and file the Amended and Restated Operating Agreement for the Company, any other documents, instruments, certificates or agreements necessary to effect the existence and continuation of the Company, any amendments to said documents, instruments, certificates or agreements, and any documents evidencing the admission of Members, which may be made by the Manager without obtaining the consent of the undersigned, or with obtaining such consent so long as it has been obtained. This special power of attorney is coupled with an interest, is irrevocable, and shall survive any transfer of Units or the death of the undersigned.

The undersigned has (have) executed this Subscription Agreement on this _____ day of _____, 2015.

SUBSCRIBER (1)

Signature _____

(Print Name of Subscriber) _____

(Street Address) _____

(City, State and Zip Code) _____

(Social Security or Tax Identification Number) _____

SUBSCRIBER (2)

Signature _____

(Print Name of Subscriber) _____

(Street Address) _____

(City, State and Zip Code) _____

(Social Security or Tax Identification Number) _____

Number of Units _____

Dollar Amount of Units (At \$2.50 per Unit) \$ _____

PLEASE MAKE CHECKS PAYABLE TO: "ECO-GEN ENERGY, INC."

MANNER IN WHICH TITLE IS TO BE HELD:

☐ Community Property*

☐ Joint Tenancy With Right of Survivorship*

☐ Corporate or Fund Owners **

☐ Pension or Profit Sharing Plan

☐ Trust or Fiduciary Capacity (trust documents must accompany this form)

☐ Fiduciary for a Minor

☐ Individual Property

☐ Separate Property

☐ Tenants-in-Common*

☐ Tenants-in-Entirety*

☐ Keogh Plan

☐ Individual Retirement Account

☐ Other (Please indicate) _____

* Signature of all parties required

** In the case of a Fund, state names of all partners.

SUBSCRIPTION ACCEPTED:

ECO-GEN ENERGY, INC.

By: _____
Julia A. Otey, Sec./Treas.

DATE _____

**ECO-GEN ENERGY, INC.
PURCHASER QUESTIONNAIRE**

ECO-GEN Energy, Inc.
7247 Hayvenhurst Ave., #A-6
Van Nuys, CA 91406
Attention: Julia A. Otey, Manager

Re: ECO-GEN Energy, Inc.

Gentlemen:

The following information is furnished to you in order for you to determine whether the undersigned is qualified to purchase units of Preferred Stock (the "Units") in the above referenced Company pursuant to Section 4(2) of the Securities Act of 1933, as amended (the "Act"), Rule 506 of Regulation D promulgated thereunder, and appropriate provisions of applicable state securities laws. I understand that you will rely upon the following information for purposes of such determination, and that the Units will not be registered under the Act in reliance upon the exemption from registration provided by Section 4(2) of the Act, Rule 506 of Regulation D, and appropriate provisions of applicable state securities laws.

ALL INFORMATION CONTAINED IN THIS QUESTIONNAIRE WILL BE TREATED CONFIDENTIALLY. However, I agree that you may present this questionnaire to such parties as you deem appropriate if called upon to establish that the proposed offer and sale of the Units is exempt from registration under the Act or meets the requirements of applicable state securities laws.

I hereby provide you with the following representations and information:

1. Name: _____
2. Residence Address & Telephone No: _____
3. Email Address: _____
4. Cellular Telephone No.: _____
5. Birth Date: _____
6. Employer and Position: _____
7. Business Address & Telephone No: _____
8. Business or Professional Education & Degree: _____

9. Prior Investments of Purchaser:

Amount Cumulative) \$ _____ (initial appropriate category below)

Capital Stock: ☐ None ☐ Up to \$50,000 ☐ \$50,000 to \$250,000 ☐ Over \$250,000 ☐ Over \$250,000

Bonds: ☐ None ☐ Up to \$50,000 ☐ \$50,000 to \$250,000 ☐ Over \$250,000 ☐ Over \$250,000

Other: ☐ None ☐ Up to \$50,000 ☐ \$50,000 to \$250,000 ☐ Over \$250,000 ☐ Over \$250,000

10. Based on the definition of an "Accredited Investor" which appears below, I am an Accredited Investor. I understand that the representations contained in this section are made for the purpose of qualifying me as an accredited investor as the term is defined by the Securities and Exchange Commission for the purpose of selling securities to me. I hereby represent that the statement or statements initialed below are true and correct in all respects. I am an Accredited Investor because I fall within one of the following categories:

(INITIAL APPROPRIATE CATEGORY)

- ☐ A natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase exceeds \$1,000,000, not including the value of the person's primary residence;
- ☐ A natural person who had an individual income in excess of \$200,000 in each of the two most recent years and who reasonably expects an income in excess of \$200,000 in the current year;
- ☐ My spouse and I have had joint income for the most two recent years in excess of \$300,000 and we expect our joint income to be in excess of \$300,000 for the current year;
- ☐ Any organization described in Section 501(c)(3) of the Internal Revenue Code, or any corporation, Massachusetts Business Trust or Fund not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;
- ☐ A bank as defined in Section 3(a)(2) of the Securities Act whether acting in its individual or fiduciary capacity; insurance company as defined in Section 2(12) of the Securities Act, investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(1)(48) of that Act; or Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958;
- ☐ A private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940;
- ☐ An employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974, if the investment decision is to be made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000;
- ☐ An entity in which all of the equity owners are Accredited Investors under the above paragraph.

11. Financial Information:

(a) My net worth (including home furnishings and personal automobiles, but excluding the value of my primary residence) is

\$ _____

(b) My gross income during the preceding two years was:

\$ _____ (2015)

\$ _____ (2016)

(c) My anticipated gross income in 2017 is \$ _____

(d) (1) *(initial or check here)* I have such knowledge and experience in financial, tax and business matters that I am capable of utilizing the information made available to me in connection with the offering of the Units to evaluate the merits and risks of an investment in the Units, and to make an informed investment decision with respect to the Units. I do not desire to utilize a Purchaser Representative in connection with evaluating such merits and risks. I understand, however, that the Company may request that I use a Purchaser Representative.

(2) *(initial or check here)* I intend to use the services of the following named person(s) as Purchaser Representative(s) in connection with evaluating the merits and risks of an investment in the Units and hereby appoint such person(s) to act as my Purchaser Representative(s) in connection with my proposed purchase of Units.

List name(s) of Purchaser Representative(s), if applicable.

12. Except as indicated below, any purchases of the Units will be solely for my account, and not for the account of any other person or with a view to any resale or distribution thereof.

13. I represent to you that the information contained herein is complete and accurate and may be relied upon by you. I understand that a false representation may constitute a violation of law, and that any person who suffers damage as a result of a false representation may have a claim against me for damages. I will notify you immediately of any material change in any of such information occurring prior to the closing of the purchase of Units, if any, by me.

Name (Please Print): _____

Signature _____

Telephone Number _____

Social Security or Tax I.D. Number _____

Executed at: _____ on this _____ day of

_____, 20____.

FOR BROKER-DEALER USE ONLY

Name of Broker-Dealer Firm: _____

Name of Registered Representative _____ RR Number: _____

Address of Firm: _____

Telephone Number: _____